



The David J. Joseph Company

February 5, 1996

18673-B
FILED
FEB 8 1996 - 9 40 AM
RECEIVED

Ms. Mildred Lee
Recordations Unit
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, DC 20423

INTERSTATE COMMERCE
COMMISSION
RECEIVED
FEB 8 9 36 AM '96

Dear Ms. Lee:

Enclosed is an original and one copy of the Amendment to Railroad Equipment Lease Agreement dated as of January 12, 1996, between the following parties:

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Lessee: Wheeling & Lake Erie Railway
100 East First Street
Brewster, OH 44613

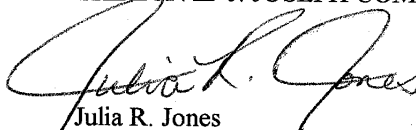
The lease to which this document is connected is recorded under Recordation No. 18673 and an amendment under Recordation No. 18673-A.

Please see the equipment involved in this transaction, which is attached hereto.

Please file this agreement as a secondary document. The amount of \$21.00 is included in the enclosed check.

Sincerely,

THE DAVID J. JOSEPH COMPANY


Julia R. Jones
Contract Assistant

Enclosures

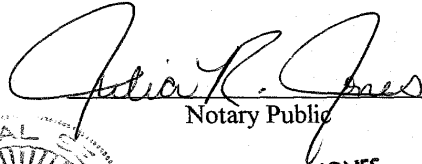
Railroad Equipment Leasing
and Marketing Division

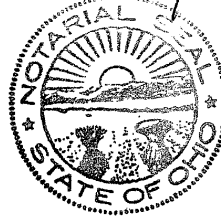
300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4433

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

CERTIFICATE

The undersigned, Julia Jones, a notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.


Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2009

SURFACE TRANSPORTATION BOARD
WASHINGTON, D.C. 20423-0001

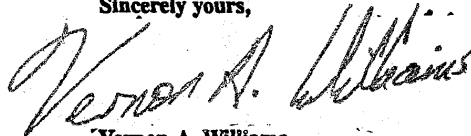
2/8/96

Julia R. Jones
Contract Assistant
The David J. Joseph Company
300 Pike Street
Cincinnati, Ohio 45202-4214

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 2/8/96 at 9:40AM, and assigned recordation number(s). 18673- B.

Sincerely yours,




Vernon A. Williams
Secretary

Enclosure(s)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature



RECORDATION NO. 18673-B
FILED 1/25
FEB 8 1996 9 40 AM
INTERSTATE COMMERCE COMMISSION

**AMENDMENT TO
RAILROAD EQUIPMENT LEASE**

This Amendment to the Railroad Equipment Lease (the "Amendment"), is entered into this 12th day of January, 1996, by and between The David J. Joseph Company, a Delaware corporation (hereinafter referred to as "Lessor") and Wheeling & Lake Erie Railway, a Delaware corporation (hereinafter referred to as "Lessee") amending that certain Railroad Equipment Lease (the "Lease") dated October 21, 1993, by and between Lessor and Lessee.

WHEREAS, the Lease was duly filed for recordation with the Interstate Commerce Commission ("ICC") on January 26, 1994, with recordation number 18673.

WHEREAS, an Amendment was duly filed for recordation with the ICC on June 21, 1994, with recordation number 18673-A.

WHEREAS, the parties desire to amend the Lease by extending the Lease expiration date [REDACTED] which are the subject of this Lease.

WHEREAS, the parties further desire to amend the Lease by deleting Section 19 (I) of the Lease in its entirety which shall permit Lessee to deprescribe the car hire rates on the Cars without Lessor's prior written consent.

NOW, THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereto agree as follows:

The Lease is amended by extending the Lease expiration date to [REDACTED] for all cars which are subject to this Lease. The Lease is further amended by deleting Section 19 (I) of the Lease in its entirety. All other terms and conditions of the Lease remain unchanged and in full force and effect.

IN WITNESS WHEREOF, the parties have caused this Amendment to be executed as of the day and year first above written.

Signed and acknowledged
in the presence of:

Linda M. Baughman
for Ann Brems

LESSOR:

THE DAVID J. JOSEPH COMPANY

BY: James H. Goetz

NAME: James H. Goetz

TITLE: Division Vice President

Signed and acknowledged
in the presence of:

W. H. Wait
Paula Keller

LESSEE:

WHEELING & LAKE ERIE RAILWAY

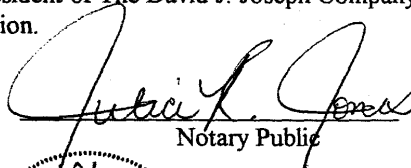
BY: S. W. Wait

NAME: STEVEN W. WAIT

TITLE: President & C.O.O.

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

The foregoing instrument was acknowledged before me this 12th day of January, 1996, by James H. Goetz, the Division Vice President of The David J. Joseph Company, a Delaware corporation, on behalf of the corporation.

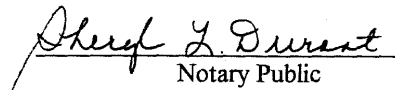

Notary Public



JULIA R. JONES
Notary Public, State of Ohio
My Commission Expires Feb. 27, 2000

STATE OF OHIO)
) SS:
COUNTY OF STARK)

The foregoing instrument was acknowledged before me this 24th day of January, 1996, by Steven W. Wait, the President & Co. of Wheeling & Lake Erie Railway, a Delaware corporation, on behalf of the corporation.


Notary Public

Sixty (60) 100-ton gondola railcars bearing reporting marks as follows:

CAR NUMBERS

WE 482231
WE 482521
WE 482530
WE 482544
WE 482552
WE 482562
WE 482565
WE 482585
WE 482587
WE 482592
WE 482603
WE 482609
WE 482613
WE 482639
WE 482675
WE 482683
WE 482694
WE 482720
WE 482739
WE 482775
WE 482801
WE 482822
WE 482845
WE 482856
WE 482884
WE 2500
WE 2501
WE 2502
WE 2503
WE 2504

CAR NUMBERS

WE 482513
WE 482529
WE 482539
WE 482551
WE 482558
WE 482564
WE 482570
WE 482586
WE 482590
WE 482602
WE 482608
WE 482610
WE 482621
WE 482674
WE 482677
WE 482691
WE 482698
WE 482731
WE 482740
WE 482778
WE 482808
WE 482843
WE 482851
WE 482865
WE 482893
WE 2505
WE 2506
WE 2507
WE 2508
WE 2509